



CORPORATION SERVICE COMPANY

RECORDATION NO. 25139 FILED

AUG 23 04

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SURFACE TRANSPORTATION BOARD

August 20, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RE: 128449-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 6, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas New York, NY 10036

Lessee: **MIDWEST GENERATION, LLC**
440 South LaSalle Street, Suite 3500 Chicago, IL 60605

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **MIDWEST GENERATION, LLC**, covering 225 railcars with reporting marks and numbers: CWEX 5094 - CWEX 5470 - NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6th day of August, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and MIDWEST GENERATION, LLC, (as assignee of COMMONWEALTH EDISON COMPANY) a Delaware Limited Liability Company, with an address at 440 S. LaSalle Street, Suite 3500, Chicago, IL 60605 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:


WHEREAS, the Lessor and COMMONWEALTH EDISON COMPANY entered into that certain Master Railcar Lease (the "Lease") dated as of June 30, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") which was assigned to Lessee.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

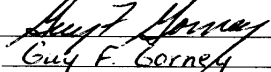
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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Officers and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MIDWEST GENERATION, LLC.

By: 
Name: Guy F. Gorney
Title: VP - Operations, Maintenance and Fuels

Schedule A

Number of Cars			Equipment Description					
225			4,400 C.F. or greater aluminum coal gondola					
1	CWEX	5094	53	CWEX	5283	105	CWEX	5339
2	CWEX	5106	54	CWEX	5284	106	CWEX	5341
3	CWEX	5137	55	CWEX	5285	107	CWEX	5342
4	CWEX	5164	56	CWEX	5286	108	CWEX	5343
5	CWEX	5172	57	CWEX	5287	109	CWEX	5344
6	CWEX	5175	58	CWEX	5288	110	CWEX	5345
7	CWEX	5178	59	CWEX	5289	111	CWEX	5346
8	CWEX	5205	60	CWEX	5290	112	CWEX	5347
9	CWEX	5216	61	CWEX	5291	113	CWEX	5348
10	CWEX	5236	62	CWEX	5292	114	CWEX	5349
11	CWEX	5237	63	CWEX	5293	115	CWEX	5350
12	CWEX	5238	64	CWEX	5294	116	CWEX	5351
13	CWEX	5240	65	CWEX	5295	117	CWEX	5352
14	CWEX	5241	66	CWEX	5296	118	CWEX	5353
15	CWEX	5242	67	CWEX	5297	119	CWEX	5354
16	CWEX	5244	68	CWEX	5298	120	CWEX	5355
17	CWEX	5245	69	CWEX	5299	121	CWEX	5356
18	CWEX	5246	70	CWEX	5300	122	CWEX	5357
19	CWEX	5247	71	CWEX	5301	123	CWEX	5358
20	CWEX	5248	72	CWEX	5302	124	CWEX	5359
21	CWEX	5249	73	CWEX	5303	125	CWEX	5360
22	CWEX	5250	74	CWEX	5304	126	CWEX	5362
23	CWEX	5251	75	CWEX	5305	127	CWEX	5363
24	CWEX	5252	76	CWEX	5306	128	CWEX	5364
25	CWEX	5253	77	CWEX	5307	129	CWEX	5365
26	CWEX	5254	78	CWEX	5308	130	CWEX	5367
27	CWEX	5255	79	CWEX	5309	131	CWEX	5368
28	CWEX	5256	80	CWEX	5310	132	CWEX	5369
29	CWEX	5257	81	CWEX	5311	133	CWEX	5370
30	CWEX	5259	82	CWEX	5312	134	CWEX	5371
31	CWEX	5260	83	CWEX	5313	135	CWEX	5372
32	CWEX	5261	84	CWEX	5314	136	CWEX	5373
33	CWEX	5262	85	CWEX	5315	137	CWEX	5374
34	CWEX	5263	86	CWEX	5316	138	CWEX	5375
35	CWEX	5264	87	CWEX	5317	139	CWEX	5376
36	CWEX	5265	88	CWEX	5318	140	CWEX	5377
37	CWEX	5266	89	CWEX	5319	141	CWEX	5378
38	CWEX	5268	90	CWEX	5320	142	CWEX	5379
39	CWEX	5269	91	CWEX	5321	143	CWEX	5380
40	CWEX	5270	92	CWEX	5322	144	CWEX	5381
41	CWEX	5271	93	CWEX	5323	145	CWEX	5382
42	CWEX	5272	94	CWEX	5324	146	CWEX	5383
43	CWEX	5273	95	CWEX	5325	147	CWEX	5384
44	CWEX	5274	96	CWEX	5326	148	CWEX	5385
45	CWEX	5275	97	CWEX	5327	149	CWEX	5387
46	CWEX	5276	98	CWEX	5328	150	CWEX	5388
47	CWEX	5277	99	CWEX	5329	151	CWEX	5389
48	CWEX	5278	100	CWEX	5330	152	CWEX	5390
49	CWEX	5279	101	CWEX	5331	153	CWEX	5392
50	CWEX	5280	102	CWEX	5332	154	CWEX	5393
51	CWEX	5281	103	CWEX	5336	155	CWEX	5394
52	CWEX	5282	104	CWEX	5337	156	CWEX	5395

Schedule A

Number of Cars			Equipment Description		
225			4,400 C.F. or greater aluminum coal gondola		
157	CWEX	5396	209	CWEX	5453
158	CWEX	5397	210	CWEX	5454
159	CWEX	5399	211	CWEX	5455
160	CWEX	5400	212	CWEX	5456
161	CWEX	5401	213	CWEX	5457
162	CWEX	5402	214	CWEX	5458
163	CWEX	5403	215	CWEX	5460
164	CWEX	5404	216	CWEX	5461
165	CWEX	5406	217	CWEX	5462
166	CWEX	5407	218	CWEX	5463
167	CWEX	5408	219	CWEX	5464
168	CWEX	5409	220	CWEX	5465
169	CWEX	5411	221	CWEX	5466
170	CWEX	5412	222	CWEX	5467
171	CWEX	5413	223	CWEX	5468
172	CWEX	5414	224	CWEX	5469
173	CWEX	5415	225	CWEX	5470
174	CWEX	5416			
175	CWEX	5417			
176	CWEX	5418			
177	CWEX	5419			
178	CWEX	5420			
179	CWEX	5422			
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206	CWEX	5450			
207	CWEX	5451			
208	CWEX	5452			